

AMEREN CORPORATION
HUMAN RESOURCES COMMITTEE CHARTER

PURPOSE AND AUTHORITY

The Human Resources Committee (the “Committee”) of the Board of Directors (the “Board”) of Ameren Corporation (the “Company”) shall: (i) discharge the Board’s responsibilities relating to compensation of the members of the Company’s Executive Leadership Team and any other Company officers who are subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934 (the “Act”) as determined from time to time by the Board (collectively, the “Executive”), (ii) approve and evaluate all compensation of Executives, including salaries, bonuses, and compensation plans, policies and programs of the Company, (iii) review and discuss with management the Compensation Discussion and Analysis (“CD&A”) section of the Company’s Form 10-K and proxy and information statements and based on the foregoing determine whether to recommend to the Board that the CD&A be included in the Company’s Form 10-K and proxy and information statements, (iv) produce the annual report regarding the CD&A section for inclusion in the Company’s proxy and information statements in accordance with applicable rules and regulations, and (v) perform such other responsibilities as are set forth in this Charter and as may be delegated to the Committee from time to time by the Board.

In discharging its responsibilities, the Committee, in its sole discretion, has the authority to appoint, compensate and provide oversight of, and retain or obtain the advice of, compensation consultants, independent legal counsel or other advisers. The Company shall at all times provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such advisers. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration all factors relevant to that person’s independence from management, including those independence factors enumerated by the rules of the New York Stock Exchange (“NYSE”) and certain independence factors in accordance with policies and procedures established by the Board. The Committee also has the authority to obtain advice and assistance from internal legal, accounting or other advisers or employees.

The Committee shall perform its committee functions for all Company subsidiaries which are registered companies pursuant to the Act.

COMPOSITION AND MEETINGS

The Committee shall consist of no fewer than three directors, the exact number to be determined from time to time by resolution of the Board. Each member of the Committee shall satisfy the independence requirements of: (i) Section 10C of the Act and the rules promulgated thereunder, (ii) the listing standards of the NYSE and applicable laws and regulations, and (iii) the Company’s Policy Regarding Nominations of Directors and, if deemed appropriate from time to time, meet the definition of “non-employee director” under Rule 16b-3 under the Act, and “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986. The Board shall appoint the Chair and the other members of the Committee annually, considering the recommendation of the Nominating and Corporate Governance Committee, and as vacancies or newly created positions occur. The members of the Committee shall serve until their successors

are appointed and qualified to serve on the Committee. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new member(s) satisfying the above requirements.

The Chair shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. If the Chair is unable to attend a Committee meeting, prior to such meeting the Chair shall designate an acting chair for such meeting. If the Chair is not present at a meeting, and if an acting chair has not been designated pursuant to the foregoing sentence, the members of the Committee in attendance may designate an acting chair for such meeting. Any member of the Board may attend meetings of the Committee, and the Committee may invite to its meetings any member of Company management and such other persons as it deems appropriate to carry out its responsibilities. The Committee shall meet at least four times each calendar year and hold such other meetings from time to time as may be called by its Chair, or requested by the Chief Executive Officer of the Company (“CEO”) or a majority of the members of the Committee. Meetings may be held in person or telephonically, or Committee actions may be taken by unanimous written consent of the members. A majority of the members of the Committee shall constitute a quorum of the Committee. The vote of a majority of the members of the full Committee shall be the act of the Committee. No Executive shall attend that portion of any meeting where such Executive’s individual performance or compensation is discussed, unless specifically invited by the Committee. Except as expressly provided in this Charter or the By-laws of the Company or as required by law, regulations or NYSE listing standards, the Committee shall fix its own rules of procedure.

DUTIES AND RESPONSIBILITIES

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters:

1. The Committee shall: (i) review and determine, subject to reporting such determination to the Board to the extent deemed appropriate by the Committee or the Board, the base salary, incentive compensation and equity-based plans applicable to Executives other than the CEO (taking into consideration, among such other factors the Committee may deem appropriate, the results of the most recent shareholder advisory vote on Executive compensation (“Say-on-Pay Vote”)), and (ii) adopt, administer, approve and ratify awards under incentive compensation and equity-based plans applicable to Executives, including amendments to the awards made under any such plans, and review and monitor awards under such plans.

2. The Committee shall review and determine the compensation of the CEO. In reviewing and determining CEO compensation (including long-term incentive components), the Committee shall, among other things:

(a) identify, review and approve corporate goals and objectives relevant to compensation of the CEO,

(b) evaluate the CEO’s performance in light of those goals and objectives and including such other factors as the Committee deems appropriate and in the best interest of the Company, and

- (c) set the CEO's compensation level based on this evaluation.

The Committee may consult with other independent members of the Board on matters relating to CEO compensation, when appropriate.

3. In determining the long-term incentive component of compensation for the CEO, the Committee may consider the CEO's performance, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, internal pay equity, the awards given to the Company's CEO in past years and any other factors that the Committee deems appropriate.

4. The Chair of the Committee shall conduct an assessment of the performance of the CEO at least on an annual basis. As part of the evaluation process, the Committee may require the CEO to prepare a self-evaluation. The Committee shall also review the CEO's compensation on an annual basis. The results of the evaluation shall be communicated by the Chair of the Committee first to the Board for its review and then to the CEO.

5. The Committee shall oversee the evaluation of the Executives and review and approve periodically a general compensation program and salary structure for Executives that: (i) supports the Company's overall business strategy and objectives, (ii) attracts, develops, promotes and retains key Executives, (iii) links compensation with business objectives and organizational performance, and (iv) provides competitive compensation opportunities. The Committee shall determine, subject to reporting such determination to the Board to the extent deemed appropriate by the Committee or the Board, non-CEO Executive compensation (including incentive-compensation) and administer, subject to the terms thereof, the Company's equity-based plans that are subject to Board approval.

6. The Committee shall evaluate whether any Executive compensation consultant retained or to be retained by the Committee has any conflict of interest in accordance with policies and procedures established by the Board and enumerated by the rules of the NYSE.

7. The Committee shall assist the Board in overseeing the development of Executive succession plans.

8. The Committee shall review and approve any Executive employment agreements, severance agreements, and change in control agreements or provisions.

9. The Committee shall review and provide recommendations to the Board concerning the approval of amendments to those pension plans sponsored by the Company or any of its wholly-owned subsidiaries, except to the extent approval authority has been delegated to a Company officer or other duly authorized individual or committee.

10. The Committee shall review the Company's compensation policies and practices, including incentive compensation arrangements, to determine whether they encourage excessive risk taking.

11. The Committee shall review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

12. The Committee shall review and discuss with management the Company's human capital management practices and policies, including diversity and inclusion initiatives.

13. The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into consideration the results of the most recent shareholder advisory vote on the frequency of Say-on-Pay Votes, and review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote for inclusion in the Company's proxy statement.

14. The Committee shall review and discuss with management the CD&A section of the Company's Form 10-K and proxy and information statements and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be included in the Company's Form 10-K and proxy and information statements, as required by law and rules of the NYSE.

15. The Committee shall prepare, over the names of the members of the Committee, the annual report regarding the CD&A section for the Company's Form 10-K and proxy and information statements, as required by law and rules of the NYSE. The Committee shall review and approve certain other proxy and information statement disclosures, including those relating to compensation advisers, compensation risk and Say-on-Pay Votes, as applicable.

16. The Committee shall, in the course of its review of Executive compensation, review the list or lists of a peer group of companies to which the Company shall compare itself for compensation purposes and make any changes in such list or lists.

17. The Committee shall report its actions to the Board to the extent deemed appropriate by the Committee or the Board after each Committee meeting.

18. The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

19. The Committee shall annually review and assess its own performance and report such review to the Board.

20. The Committee shall have the authority to delegate any of its responsibilities to subcommittees of the Board as the Committee may deem appropriate in its sole discretion, provided that any such subcommittee is composed entirely of independent directors satisfying the qualifications required herein and has a published committee charter.

Dated: December 14, 2018